

CHARTER
BOARD OF GOVERNORS
INSPECTOR GENERAL INSTITUTE
January 23, 2006

- A. **Official Designation:** The Inspector General Institute (the Institute) Board of Governors (the Board)
- B. **Objective and Scope:** The President's Council on Integrity and Efficiency (PCIE) and the Executive Council on Integrity and Efficiency (ECIE) established the Board to act on behalf of the Inspector General community to provide effective governance over the Institute's affairs, and to oversee the management and operations of the Institute.
- C. **Board Membership:** The Board shall be comprised of six members with a term of not more than four years.
- a. Members. Members will be appointed to represent PCIE/ECIE committees as follows:
 - Two members appointed by the Audit and Inspections Committee
 - Two members appointed by the Investigations Committee
 - One member appointed by the Human Resources Committee
 - One member appointed by the Inspections and Evaluations Committee
 - b. Appointments. Vacancies will be staggered to minimize disruptions. The Chairman will request the appointment of members from the appropriate committee for a four-year period when there a member's term ends or for unexpired terms.
 - c. Quorum. Three Board members are needed for a quorum and Board actions require a simple majority of members attending a meeting. Attendance by phone is permitted, but members may not delegate their vote.
- D. **Duties and Responsibilities:**
- a. Board of Governors. The Board shall provide general oversight of Institute operations under the management of the Executive Director. The Board will be responsible for the following tasks and actions in fulfilling its general oversight responsibilities:
 - Ensuring responsible governance;
 - Overseeing the affairs, assets and funds;
 - Approving policy, goals and programs;
 - Approving operating budgets and business plans;
 - Approving contracts greater than \$15,000 and agreements with other organizations;

- Approving and coordinating fee assessment and collection;
- Approving major capital expenditures;
- Selecting and terminating the employment of the Executive Director
- Evaluating the performance and determining compensation for the Executive Director;
- Approving the selection of senior managers recommended by the Executive Director;
- Approving job descriptions of the Executive Director and senior managers;
- Review major organizational and staffing changes;
- Approving compensation of Institute employees;
- Monitoring financial results;
- Ensuring compliance with laws and regulations;
- Ensuring that appropriate policies and procedures are in place to manage risks and internal control;
- Arranging for annual audits of financial records; and
- Monitoring corrective actions of the Executive Director in response to audit reports.

b. Chairman. The Board will elect or reappoint a Chairman every two years that is responsible for:

- Representing the Board as an Ex-Officio member of the Executive Committee of the PCIE/ECIE.
- Scheduling not less than 4 meetings each year;
- Developing and distributing agendas for Board meetings;
- Recording proceedings and distributing minutes to Board members for approval at the next meeting;
- Keeping the IG Community informed of programs and activities of the Institute; and
- Establishing working groups to examine specific areas of interest or accomplish specific tasks. These working groups will report their findings and recommendations to the entire Board.

E. **Board Authorities:** The Board will be independent from the Institute's management and will have the following authorities:

- a. Operating management will be excused from meetings for any agenda items reserved for discussion by the Board only.
- b. Full and free access to employees and records of the institute.
- c. Engaging outside advisors with Institute funds as they deem appropriate.

F. **Delegations:** The Board delegates responsibility for day-to-day management to the Executive Director subject to the limits in this charter. However, the Institute's

Executive Director must consult with the Board on matters that are sensitive, extraordinary, or of a strategic nature.

- G. **Annual Reviews:** The Board will evaluate its performance each year and revise the charter as necessary.